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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	:
	:
Debtors.¹	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**THE DEBTORS' COUNTER-DESIGNATION OF ITEMS TO BE INCLUDED IN THE
RECORD ON APPEAL OF THE CONFIRMATION ORDER**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure (the “**Federal Rules**”), and Rule 8009-1 of the Local Rules of the Southern District of New York, (the “**Local Rules**”), Sears Holdings Corporation and its debtor and non-debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully submit this counter-designation of items to be included in the record on appeal with respect to the appeal from the October 15, 2019 *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* [ECF No. 5370] (the “**Confirmation Order**”), before the United States District Court for the Southern District of New York (the “**District Court**”) at Case No. 19-cv-09703 (NSR).

I. Designation of Items to be Included in the Record on Appeal

1. The Debtors counter-designate the following items for inclusion in the record on appeal. Each designated item shall also include any and all exhibits and documents annexed to and referenced within such item.

A. Documents Filed in Bankruptcy Court

<i>ECF Docket No.</i>	<i>Date</i>	<i>Description</i>
2321	02/01/19	Declaration of Alan J. Carr In Support of Restructuring Subcommittee’s Response to the Objection of the Official Committee of Unsecured Creditors to the Sale of Substantially All of the Debtors’ Assets to ESL Investments, Inc.
2328	02/01/19	Debtors’ Omnibus Reply in Support of the Going Concern Sale Transaction
2335	02/01/19	Declaration of Brandon Aebersold
2336	02/01/19	Declaration of Mohsin Y. Meghji

<i>ECF Docket No.</i>	<i>Date</i>	<i>Description</i>
2341	02/01/19	Declaration of William L. Transier
2529	02/08/19	Notice of filing of Settlement Term Sheet with Pension Benefit Guaranty Corporation
3275	04/17/19	Joint Chapter 11 Plan
3276	04/17/19	Disclosure Statement for Joint Chapter 11 Plan
3277	04/17/19	Debtors' Motion for Order Approving Disclosure Statement
3894	05/16/19	Amended Joint Chapter 11 Plan
3895	05/16/19	Disclosure Statement for Amended Joint Chapter 11 Plan
4039	05/28/19	Response of the Restructuring Subcommittee to the Objections of ESL Investments, Inc. and the Official Committee of Unsecured Creditors
4041	05/28/19	Second Amended Joint Chapter 11 Plan
4042	05/28/19	Disclosure Statement for Second Amended Joint Chapter 11 Plan
4059	05/28/19	Revised Proposed Disclosure Statement Order
4060	05/29/19	Notice of Filing of Exhibits to the Disclosure Statement for Second Joint Chapter 11 Plan (Liquidation Analysis)
4287	06/19/19	Stipulation and Order Concerning Debtors' Continuing Use of Cash Collateral
4373	06/27/19	Order Authorizing the Employment and Retention of ASK LLP as Special Avoidance Action Counsel to the Debtors, Effective <i>Nunc Pro Tunc</i> to April 1, 2019
4395	06/28/19	Creditors' Committee Letter in Support of Second Amended Joint Chapter 11 Plan
4413	07/02/19	Amended Order Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Avoidance Counsel for Debtors <i>Nunc Pro Tunc</i> to April 1, 2019
5139	09/13/19	Modified Second Amended Joint Chapter 11 Plan
5145	09/13/19	Statement of the Official Committee of Unsecured Creditors in Support of Confirmation of the Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors

Dated: November 14, 2019
Dallas, Texas

WEIL, GOTSHAL & MANGES LLP

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-and-

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